1042477



SEC 1972 Potential persons who are to respond to the collinate of the coll

05002391

ned in this form control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES VECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DAT	E RECEI	VED		
DAI	E KECEI	VED		

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Janus Institutional International Growth Portfolio Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [] New Filing [X] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Janus Institutional International Growth Portfolio Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 151 Detroit Street, Denver CO 80206 (303) 333-3863 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) same

Brief Description of Business

To operate and carry on the business of a private investment trust.

 $\sim\sim$

1/31/05

Type of Business Organiz	ation					
[] corporation	[] limited partnership, ali	ready for	med	[] other (please specify):		
[X] business trust	[] limited partnership, to	be forme	ed			
	ann ann an Airean an Aireann an Aireann an an an Aireann an Aireann an Aireann an Aireann an Aireann an Airean	Month	Year			
Actual or Estimated Date of	of Incorporation or Organization:	[8[0]	[9]6]	[X] Actual [] Estimated		
Jurisdiction of Incorporatio	on or Organization: (Enter two-lette CN for Canada; FN					

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a
 class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Janus Capital Mana				
	ce Address (Number and Street Denver, CO 80206-4928	, City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []] General and/or Managing Partner
Full Name (Last name Brandt, John A.	e first, if individual)			
	ce Address (Number and Street, Denver, CO 80206-4928	, City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []] General and/or Managing Partner
Full Name (Last name Broley, Robert	e first, if individual)			
	ce Address (Number and Street, enver, CO 80206-4928	City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Coffin, James J.	e first, if individual)			
	ce Address (Number and Street, lenver, CO 80206-4928	City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Connors, Jr., Joseph				
	ce Address (Number and Street, lenver, CO 80206-4928	City, State, Zip Coo	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Cordone, Mark J.	e first, if individual)			
	ce Address (Number and Street, lenver, CO 80206-4928	City, State, Zip Coo	de)	

 $Form\,D$

Form D Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Gripenstraw, A. Anne Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Hardin, Heidi W. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Hartman, Kenneth Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Owner Officer Managing Apply: Partner Full Name (Last name first, if individual) Howe, Bonnie M. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Owner Officer Managing Apply: Partner Full Name (Last name first, if individual) Paieski, Kenneth E. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Paquette, Terry

151 Detroit Street, Denver, CO 80206-4928

Business or Residence Address (Number and Street, City, State, Zip Code)

[] Promoter [] Beneficial [X] Executive [] Director [] General and/or Check Box(es) that Owner Officer Managing Apply: Partner Full Name (Last name first, if individual) Rock, Wesley A. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Managing Apply: Owner Officer Partner Full Name (Last name first, if individual) Rogers, Johnnie C. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Owner Officer Managing Apply: Partner Full Name (Last name first, if individual) Starr, Loren M. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 [X] Executive [] Director [] General and/or Check Box(es) that [] Promoter [] Beneficial Officer Apply: Owner Managing Partner Full Name (Last name first, if individual) Swift, Jack Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 Check Box(es) that [] Promoter [] Beneficial [X] Executive [] Director [] General and/or Apply: Owner Officer Managing Partner Full Name (Last name first, if individual) Wright, Justin B. Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928 [] Director [] General and/or [] Promoter [] Beneficial [X] Executive Check Box(es) that Officer Managing Apply: Owner Partner Full Name (Last name first, if individual) Zimmerman, John Business or Residence Address (Number and Street, City, State, Zip Code) 151 Detroit Street, Denver, CO 80206-4928

Form D

			•		
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director []] General and/or Managing Partner
Full Name (Last name The Kaplen Foundat					
Business or Residenc P. O. Box 92, Tenafly		er and Street, C	City, State, Zip Code	·)	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name University of Tulsa E					
Business or Residence 600 College Avenue,	•	·	•)	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner
Full Name (Last name Ball Corporation Mas		t			
Business or Residence 10 Longs Peak Drive			City, State, Zip Code)	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name NJ Transit Non-Agre		s Pension Pla	n		
Business or Residence One Penn, Plaza Eas			City, State, Zip Code)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Form D

***************************************					B. IN	IFORM <i>A</i>	TION A	воит о	FFERING	3		
	s the iss		, or doe	s the iss	uer inter	nd to sell	, to non-	accredite	ed investo	ors in this	s Yes []	No [X]
								-	der ULO			
2. Wh	at is the	minimu	ım inves	tment th	at will be	e accepto	ed from a	any indivi	idual?			00,000.00
3. Do	es the o	ffering p	ermit joi	nt owne	rship of a	a single	unit?				Yes [X]	No []
direct conne perso list the perso dealer	ly or indection windection winder age and age age age and age age age and age age age and age	rectly, a th sales nt of a b of the br ch a bro	iny comi of secu broker or oker or ker or d	mission rities in t dealer dealer. I ealer, yo	or simila the offering registere f more the ou may s	r remune ng. If a p d with th nan five o et forth t	eration for person to ne SEC a (5) perso the inforn	or solicita be listed and/or with ans to be anation fo	l be paid tion of pu d is an as th a state listed are r that bro	urchaser sociated or state associa ker or	s in I s, ated	
					of its sh		ioes not	intena t	o pay ar ·	iy comn	nission c	r similar remuneration
Busin	ess or R	esidenc	e Addre	ss (Num	nber and	Street, 0	City, Stat	e, Zip Co	ode)	***************************************	·····	
Name	of Asso	ociated E	Broker o	Dealer	MC-14-160-160-160-160-160-160-160-160-160-160		WWW.WWW.WW.ZARGustan.hand	and the second s	to regularistica de la confessión de la co	THE PROJECT OF CHILDREN SHEET WAS		
States	s in Whic	ch Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			
(Chec	ck "All	States"	or chec	k indiv	idual St	ates)	• • • • • • • • • • • • • • • • • • • •			[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ist name	e first, if	individua	al)							
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)		·····	
Name	of Asso	ciated E	Broker o	Dealer				(COMMICTION COMMISSION COMMISSION OF THE BEAUTY	***************************************		N	
States	s in Whic	h Perso	n Listed	l Has So	licited o	r Intends	to Solici	it Purcha	sers	***************************************		
(Chec	ck "All	States"	or chec	k indiv	idual St	ates)				[] All St	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	first, if	ndividua	al)	***************************************	***************************************	***************************************		***************************************		
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)	***************************************	**************************************	
		***************************************				-						

Name of Associated Broker or Dealer

								t Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		•		[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[HN]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		(Us	e blank	sheet, c	or copy	and use	additio	nal copie	s of this	s sheet, a	s nece	ssary.)
XXX		C. OFF	ERING	PRICE,	NUMBE	R OF IN	IVESTO	RS, EXP	ENSES .	AND USE	OF PR	OCEEDS
and the to the co	e total a ransacti lumns b	imount a ion is an	already s exchan a amoun	sold. Ent ge offer	er "0" if ing, che	answer i ck this bo	s "none"	is offering or "zero. ndicate i change				
т	ype of S	Security							_	gregate ring Price		ount Already Sold
		-							\$	ing i nce	\$	Solu
									\$		\$	
		[] Com	mon	[] Pr	eferred						
С	onvertib	ole Secu	ırities (in	cluding	warrants	s)			\$		\$	
		-							\$. \$	
С		=	Beneficia		•					4V*	\$ <u>67,5</u>	<u>578,591.88</u>
			offered					•••	\$. \$	
							der ULO	E.				
have p amour numbe dollar	ourchase its of the er of per	ed secur eir purch sons wh of their	rities in t nases. F no have l	his offer or offeri purchas	ing and ngs unde ed secui	the aggr er <u>Rule 5</u> rities and	investors egate do 504, indic I the agg er "0" if a	llar ate the regate				
									Numbe			gate Amount chases
Α	ccredite	d Inves	tors					••		6	\$ <u>67,5</u>	78,591.88
N	lon-accr	edited I	nvestors							0	\$	0
	Total (fo	or filings	under R	Rule 504	only)					N/A		N/A
	Answe	er also ir	n Appen	dix, Colu	umn 4, if	filing un	der ULO	E.				
inform offerin sale of	ation red gs of the	quested e types i	for all so indicated	ecurities d, the tw	sold by elve (12	the issu) months	enter the er, to dat prior to type liste	e, in		N/A		

Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$ <u>0</u>
Printing and Engraving Costs	[]\$ <u>0</u>
Legal Fees	[]\$ <u> </u>
Accounting Fees	[]\$ <u>0</u>
Engineering Fees	[]\$ <u> </u>
Sales Commissions (specify finders' fees separately)	[]\$ <u>0</u>
Other Expenses (identify)	[]\$_0
Total	[]\$_0_

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer."
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

	Officers, Directors	
	&	Payments To
	Affiliates	
Salaries and fees	[]\$ <u> </u>	[] \$ <u> </u>
Purchase of real estate	[]\$ <u>0</u>	[] \$ <u> </u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u> </u>	[]\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$ <u>0</u>	[] \$ <u> </u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ <u>0</u>	[]\$ <u>0</u>
Repayment of indebtedness	[]\$ <u>0</u>	[] \$ <u> </u>
Working capital	[]\$ <u>0</u>	[]\$_0
Other (specify): Purchase Investment Securities	[]\$ <u>0</u>	[X] \$ <u>67,578,591.88</u>
	[]\$ <u>0</u>	[]\$ <u>0</u>
Column Totals	[]\$_ 0	\$ <u>67,578,591.88</u>
Total Payments Listed (column totals added)	[X] \$	67,578,591.88

D - II - - A -- - - - - A

Payments

to

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Janus Institutional International Growth Portfolio	Chant	2/9/05
Name of Signer (Print or Type) Justin B. Wright	Title of Signer (Print or Type) Assistant Vice President	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18
U.S.C. 1001.)